**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
MIDDLE DIVISION**

MAC EAST, LLC, **an Alabama Limited Liability** **Corporation,**	))))	
Plaintiff,	))	
v.	)))	**CIVIL ACTION NO.:** **2:05-CV-1038(F)**
SHONEY'S, INC., **a Tennessee Corporation,**	)))	
Defendant.	)	

ANSWER TO FIRST AMENDMENT TO COMPLAINT

Comes now the Defendant, Shoney's, LLC, as successor-in-interest to Shoney's, Inc. ("Shoney's") through its undersigned counsel, and hereby files its Answer to First Amendment to Complaint, and states as follows:

1.   Shoney's admits that "Shoney's, LLC" should be substituted for "Shoney's, Inc." as the Defendant in this lawsuit.

2.   Shoney's admits that a copy of the Assignment (as defined in the Complaint, as amended by First Amendment to the Complaint) is attached as Exhibit A to the First Amendment to Complaint.

3.   Except for the matters responded to in paragraphs 1 and 2 just above, the First Amendment to Complaint appears to be a restatement of the original Complaint, and therefore Shoney's incorporates by this reference all of its responses and defenses, including affirmative defenses, contained in the original Answer filed by Shoney's in this action.

4.   Shoney's reserves the right to amend its Answer to assert such other affirmative or supplemental defenses as may become available or apparent during the course of discovery in this matter.

<div style="text-align:right">

s/ Paul O. Woodall, Jr.
Paul O. Woodall, Jr.
Middle District I.D. No. ASB-4297-O59P

James N. Nolan
Middle District I.D. No. ASB-6012-N61J

Attorneys for Defendant, Shoney's, LLC

</div>

OF COUNSEL
WALSTON, WELLS & BIRCHALL, LLP
1819 5th Avenue North, Suite 1100
Birmingham, Alabama 35203
Telephone: (205) 244-5200
Telecopier: (205) 244-5400

CERTIFICATE OF SERVICE

I hereby certify that on May 4, 2006, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send a notification of such filing to the following:

Dennis R. Bailey, Esq.
Bethany L. Bolger, Esq.
RUSHTON, STAKELY, JOHNSTON & GARRETT, P.A.
184 Commerce Street
Post Office Box 270
Montgomery, Alabama   36101-0270

<div style="text-align:right">

 s/ Paul O. Woodall, Jr.
OF COUNSEL

</div>